

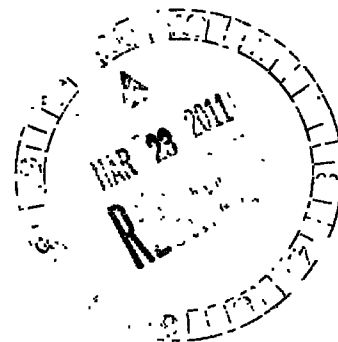
**FIRST UNION RAIL**

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

~~PRECEDENCE~~ **27067-C** ~~PRECED~~

MAR 23 '11 -3 50 PM

**SURFACE TRANSPORTATION BOARD**



**VIA UPS NEXT DAY AIR**

March 21, 2011

Chief, Section of Administration  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated March 11, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27067. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: ConocoPhillips Company  
1257-02 Adams Building  
411 South Keeler Avenue  
Bartlesville, OK 74004

A description of the railroad equipment covered by the enclosed document is for two (2) hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease Agreement**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.  
Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(PHIL021)

ASSGN. NO.: PHIL021

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## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11<sup>th</sup> day of March, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ConocoPhillips Company ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 25, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & Mktg. /ETING

Title: \_\_\_\_\_

ATTEST:

By: Susan Crokusky  
Name: SUSAN CROKUSKY  
Title: ASSISTANT DIRECTOR  
OF DOCUMENTATIONExecuted on this 11<sup>th</sup> day of March, 2011.

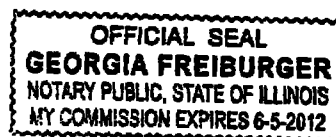
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11<sup>th</sup> day of March, 2011.Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)

**LESSEE:**

CONOCOPHILLIPS COMPANY

ATTEST:

By: *[Signature]*

Name: DIANA SANTOS

Title: Manager. (DO)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_ personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Two (2)

DESCRIPTION OF CARS: Pressure differential covered hopper Cars

CAR NUMBERS: FURX 892391 and FURX 892392